

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF UNITEC FIBRES LIMITED HELD ON WEDNESDAY, 18TH DECEMBER, 2024 AT 2.55 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BUILDING NO 8, FLAT NO 3, OSHIWARA, MAHDA COMPLEX, ANDHERI (WEST), MUMBAI-400053

DEFINING OF GROUP COMPANY

“RESOLVED THAT the consent of the Board of Directors be and is hereby accorded to formulate a policy with respect to companies which is considered material to be identified as group companies. Our Board of Directors has considered a company as Group Company only if (i) the Company has entered into one or more transaction with such companies which are identified as related parties in accordance with the Accounting Standards – 18 as per Restated Financial Statements and (ii) shall include all such companies which are considered material by the Board of Directors.”

“RESOLVED FURTHER THAT in terms of SEBI Regulation our Group Companies include:

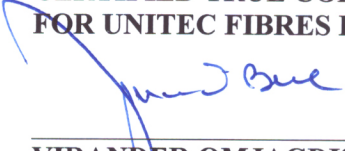
1. Those companies which are identified as companies, with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards.
2. All companies which are considered material by the Board of Directors.”

“RESOLVED FURTHER THAT in accordance to the above provisions, the following have been identified as Group Companies.”

1. Unitec INC
2. Unihome Greentex LLP
3. Magic Flims Private Limited
4. Unitec Media Private Limited
5. Deenanath Fibres Private Limited
6. Nest and Burrow Private Limited
7. Roha Eco Textile Private Limited
8. Shivam Spinning Mills Private Limited
9. The Organic People LLP

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file necessary form with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution.”

**CERTIFIED TRUE COPY
FOR UNITEC FIBRES LIMITED**


**VIRANDER OMJAGDISH BEHL
MANAGING DIRECTOR
DIN: 01322448**

**DATE: 18TH DECEMBER, 2024
PLACE: MUMBAI**

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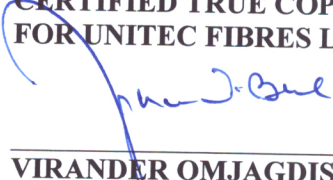
MATERIALITY CLAUSE FOR LITIGATIONS AND CREDITORS

“RESOLVED THAT our Board has formed the following policy on materiality for litigations, group companies, outstanding dues and all other such transactions as the Board may deem fit. The policy as approved by the Board is as follows: -

1. All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;
2. All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered ‘material’ (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 10 % of the net profits after tax of the Company for the most recent audited fiscal period; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website.
3. Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.
4. The outstanding dues to creditors in excess of 10% of the trade payables of our company as per the audited previous full year financial statements will be considered material.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file necessary form with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution.”

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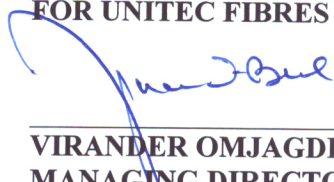
APPROVAL FOR SITTING FEES TO NON-EXECUTIVE DIRECTORS

"RESOLVED THAT pursuant to the provisions of section 197(5) of the Companies Act, 2013 read with the Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 consent of the Board be and is hereby accorded to provide sitting fees of Rs. 25,000/- [Twenty-Five Thousand Only] per meeting to the Independent Directors and Non-Executive Non-Independent Director of the Company, with immediate effect, for every meeting of the Board of Directors attended by them."

"RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to alter the terms of the sitting fees of Independent Directors of the company."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file necessary form with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution."

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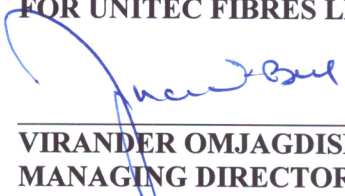
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ADOPTION OF CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

“RESOLVED THAT draft Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information of the Company as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved by the Board.”

“RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution.”

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ADOPTION OF WHISTLE BLOWER POLICY & VIGIL MECHANISM

"RESOLVED THAT a Vigil Mechanism / Whistle Blower Policy, pursuant to the provisions of Section 177(9) of the Companies Act, 2013, placed before the Board, duly authenticated by the Chairman, be and is hereby approved."

"RESOLVED FURTHER THAT Ms. Disha Vijay Rane, Director be and is hereby appointed as Vigilance Officer to hear the grievances of the employees with any person in the Company and take steps to resolve the Issues amicably and report the same to the Managing Director or to the Chairman of the Company."

"RESOLVED FURTHER THAT those offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender."

"RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution."

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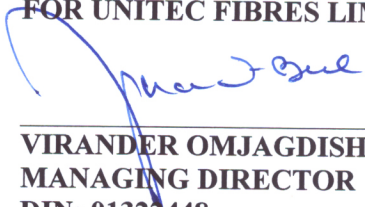
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ADOPTION OF RELATED PARTY TRANSACTION POLICY

"RESOLVED THAT draft Related Party Transaction Policy as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved by the Board."

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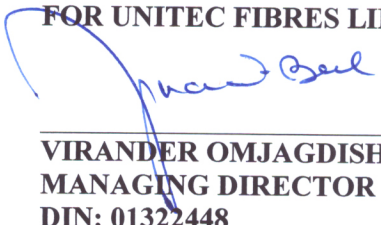
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ADOPTION OF POLICY FOR PRESERVATION OF DOCUMENTS & ARCHIVAL OF DOCUMENTS

"RESOLVED THAT draft Policy for Preservation of Documents & Archival of Documents as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved by the Board."

"RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution."

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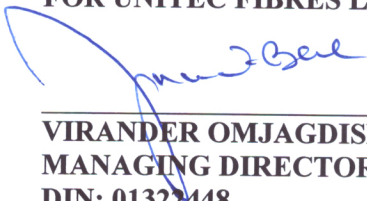
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ADOPTION OF POLICY FOR PREVENTION OF SEXUAL HARASSMENT

“RESOLVED THAT draft Policy for Prevention of Sexual Harassment as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved by the Board.”

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ADOPTION OF POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

“RESOLVED THAT draft Policy on disclosures and Internal Procedure for Prevention of Insider Trading as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved by the Board.”

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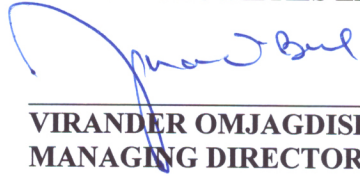
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ADOPTION OF POLICY FOR MATERIALITY FOR DISCLOSURE OF EVENTS TO STOCK EXCHANGE

“RESOLVED THAT draft Policy for Materiality for Disclosure of events to stock exchange as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted by the Board.”

“RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution.”

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ADOPTION OF POLICY FOR CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

“RESOLVED THAT draft Policy for Code of Conduct for Board Members and Senior Management Personnel as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted by the Board.”

“RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution.”

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ADOPTION OF POLICY FOR FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

“RESOLVED THAT draft Policy for ‘Familiarization Programme of Independent Directors’ as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted by the Board.”

“RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution.”

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ADOPTION OF POLICY FOR NOMINATION AND REMUNERATION COMMITTEE

“RESOLVED THAT draft Policy for ‘Nomination and Remuneration Committee’ as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted by the Board.”

“RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution.”

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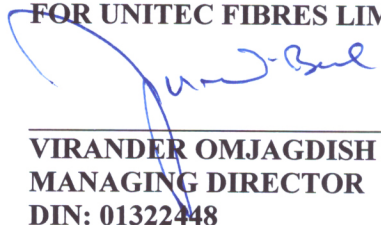
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ADOPTION OF POLICY FOR DETERMINING TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

“RESOLVED THAT draft Policy for determining ‘Terms and Conditions of Appointment of Independent Directors’ as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted by the Board.”

“RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the company be and are hereby severally authorised to provide certified true copy/ies of the aforesaid resolution.”

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